

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018
847 318-7575
Fax 847 318-7588



March 10, 1997

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated March 10, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Burlington Northern Santa Fe RR
2600 Lou Menk Drive
Fort Worth, TX 76161-0032

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Bob Hamilton".

Bob Hamilton
Director-Documentation

RECORDATION NO. 20641 FILED

APR 17 '97

9-58 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 17 9 58 AM '97

RECORDATION NO. 20641 FILED

APR 17 '97

9-58AM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of March, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Burlington Northern Santa Fe Railroad Company ("Lessee") a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 10, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: John J. ThomasTitle: PresidentBy: [Signature]Name: Michelle BergTitle: Office ManagerExecuted on this 10th day of April, 1997.

[CORPORATE SEAL]

LESSEE:

BURLINGTON NORTHERN SANTA FE
RAILROAD COMPANY

ATTEST:

By: Richard A. Margl

Name: RICHARD A. MARGL

By: David K. Gaarder

Title: DIR FREIGHT EQUIPMENT

Name: David K. Gaarder

Title: Mgr. Eqp. Budgets

Executed on this 20TH day of MARCH, 1997.

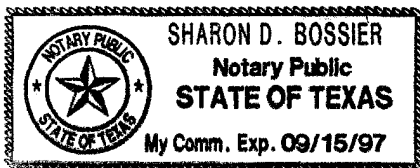
[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Tarrant

I, Sharon D. Bossier, a Notary Public in and for said state and county, certify that Richard A. Margl personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 20 day of March, 1997.



Sharon D. Bossier
Notary Public

My Commission Expires:

(Notary Public)

STATE OF Illinois

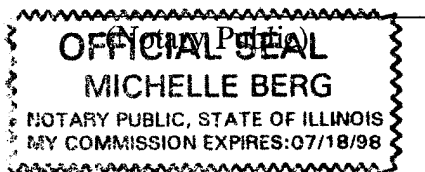
COUNTY OF Cook

I, Michelle Berg, a Notary Public in and for said state and county, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of April, 1997.

Michelle Berg
Notary Public

My Commission Expires:



CARINIT	CARNUM	CARTYPE	IND
UMP	001116	C113	C
UMP	001117	C113	C
UMP	001118	C113	C
UMP	001119	C113	C
UMP	001120	C113	C
UMP	001121	C113	C
UMP	001122	C113	C
UMP	012126	C113	C
UMP	012128	C113	C
UMP	012130	C113	C
UMP	012131	C113	C
UMP	012132	C113	C
UMP	012171	C113	C
UMP	012175	C113	C
UMP	012183	C113	C
UMP	012204	C113	C
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UMP	012216	C113	C
UMP	012217	C113	C
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UMP	050317	C113	C
UMP	050322	C113	C
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UMP	050359	C113	C
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CARINIT	CARNUM	CARTYPE	IND
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UMP	050396	C113	C
UMP	050417	C113	C
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CARINIT	CARNUM	CARTYPE	IND
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UMP	482159	C113	C
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CARINIT	CARNUM	CARTYPE	IND
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UMP	810313	C113	C
UMP	810333	C113	C